C H ROBINSON WORLDWIDE INC
Form PRE 14A
February 27, 2009

OMB APPROVAL	
OMB Number:	
Expires:	
Estimated average burden hours per response	14

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No. 1)

Filed by the Registrant x Filed by a party other than the Registrant ¨

Check the appropriate box:

x Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

¨ Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to Section 240.14a-12

C.H. ROBINSON WORLDWIDE, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

14701 Charlson Road

Eden Prairie, Minnesota 55347

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

May 14, 2009

TO OUR SHAREHOLDERS:

C.H. Robinson Worldwide, Inc. s Annual Shareholders Meeting will be held on Thursday, May 14, 2009 at 1:00 p.m., local time, at our office located at 14800 Charlson Road, Eden Prairie, Minnesota. The purposes of the meeting are:

1. To elect two directors to serve for three-year terms or until their respective successors are elected and qualified;

2. To amend the company s Certificate of Incorporation to increase the maximum allowed number of directors from nine (9) to twelve (12);

3. To ratify the selection of Deloitte & Touche LLP as the company s independent auditors for the fiscal year ending December 31, 2009;

4. To conduct any other business that properly comes before the meeting or any adjournment of the meeting.

Our Board of Directors has selected March 16, 2009 as our record date. Shareholders who own shares of our Common Stock on the record date are entitled to be notified of, and to vote at, our Annual Meeting.

You are cordially invited to attend the meeting. Your vote is important. Whether or not you plan to attend the meeting, please ensure your representation at the Annual Meeting voting by Internet or voting by phone as soon as possible. As more thoroughly described on page 2, you may also request a copy of our proxy materials in printed form or by e-mail, at no charge, if you so desire. The printed proxy materials will contain a proxy card, which can be completed and signed and mailed to us prior to the meeting. Information about each of these voting options may be found at www.proxyvote.com and/or at www.chrobinson.com. If you chose to provide a hardcopy written proxy and later decide to revoke your proxy, you may do so at any time before it is voted.

By Order of the Board of Directors

Ben G. Campbell

Vice President, General Counsel, and Secretary

April 3, 2009

C.H. ROBINSON WORLDWIDE, INC.

14701 Charlson Road

Eden Prairie, Minnesota 55347

PROXY STATEMENT

FOR THE

2009 ANNUAL MEETING OF SHAREHOLDERS

May 14, 2009

This Proxy Statement is being provided in connection with the solicitation of the enclosed proxy. A proxy enables you to vote your shares of common stock. This proxy is for use at the 2009 C.H. Robinson Annual Meeting of Shareholders. Our Annual Meeting will be held at 1:00 pm Central Daylight Time on Thursday, May 14, 2009, at our office located at 14800 Charlson Road in Eden Prairie, Minnesota. The proxy can also be used at any adjournment of the Annual Meeting. If you need special assistance at the Annual Meeting because of a disability, you may contact Ben G. Campbell, our Vice President, General Counsel, and Secretary, by telephone at (952) 937-7829, by e-mail at *ben.campbell@chrobinson.com* or by writing to him at 14701 Charlson Road, Eden Prairie, MN 55347.

This proxy is requested by the Board of Directors of C.H. Robinson Worldwide, Inc. (the company, we, us, C.H. Robinson) for the following purposes:

1. To elect two directors to serve for three-year terms or until their respective successors are elected and qualified;

2. To amend the company s Certificate of Incorporation to increase the maximum allowed number of directors from nine (9) to twelve (12);

3. To ratify the selection of Deloitte & Touche LLP as the company s independent auditors for the fiscal year ending December 31, 2009;

4. To conduct any other business that properly comes before the meeting or any adjournment of the meeting.

Under rules adopted by the Securities and Exchange Commission, we have chosen to provide our shareholders with the choice of accessing the 2009 Annual Meeting proxy materials over the Internet, rather than receiving printed copies of those materials through the mail. In connection with this change, a Notice Regarding the Availability of Proxy Materials is being mailed to all of our shareholders, except those who have previously provided instructions regarding wanting to receive hard copies of our proxy materials. The notice contains instructions on how you may access and review our proxy materials on the Internet and how you may vote your shares over the Internet. The notice will also tell you how to request our proxy materials in printed form or by e-mail, at no charge, if you so desire. The notice contains a 12-digit control number that you will need to vote your shares. Please keep the notice for your reference through our Annual Meeting date.

We will be mailing the Notice Regarding the Availability of Proxy Materials to our shareholders by April 3, 2009.

General Information

Who is entitled to vote?

Holders of C.H. Robinson Worldwide, Inc. Common Stock, par value $0.10 per share, at the close of business on March 16, 2009, are entitled to vote at our Annual Meeting. March 16, 2009 is referred to as the record date. As of March 16, 2009, approximately 170,000,000 shares of Common Stock were outstanding. Each share is entitled to one vote. There is no cumulative voting.

Shares are counted as present at the Annual Meeting if either the shareholder is present and votes in person at the Annual Meeting, or has properly submitted a proxy by mail, by telephone or by using the Internet. In order to achieve a quorum and to conduct business at the Annual Meeting, shares representing a majority of our issued and outstanding Common Stock as of the record date must be present and entitled to vote. If a quorum is not present or represented at the Annual Meeting, the shareholders and proxies entitled to vote will have the power to adjourn the Annual Meeting, without notice other than an announcement at that time, until a quorum is present or represented.

How can I vote?

If you submit your vote before the Annual Meeting using any of the following methods, your shares of Stock will be voted as you have instructed:

- By Internet: You can vote your shares by the Internet. The Notice regarding the availability of your proxy materials indicates the website you may access for Internet voting using the 12-digit control number included in the notice. You may vote by the Internet 24 hours a day. The Internet voting website has easy to follow instructions and allows you to confirm that the system has properly recorded your votes. If you hold shares in street name, please follow the Internet voting instruction is the notice you received from your bank, broker, trustee or other record holder.

- By Telephone: You have the option to vote your shares by telephone. In order to vote your shares by telephone, please go to www.proxyvote.com and log in using the 12-digit control number provided on your notice regarding the availability of proxy materials. You will be provided with a telephone number for voting at that site. Alternatively, if you request paper copies of the proxy materials, your proxy card or voting instruction form will have a toll-free telephone number that you may use to vote your shares. When you vote by telephone, you will be required to enter your 12-digit control number, so please have it available when you call. As with Internet voting, you will be able to confirm that the system has properly recorded your votes.

- By Mail: If you elect to receive paper copies of the proxy materials by mail and you are a holder of record, you can vote by marking, dating, and signing your proxy card and returning it by mail in the postage-paid envelope provided to you. If you elect to receive paper copies of the proxy materials by mail, and you hold your shares in street name, you can vote by completing and mailing the voting instruction form provided by your bank, broker, trustee, or holder of record. Submitting your proxy will not affect your right to vote in person, if you decide to attend the Annual Meeting.

Your vote is important, and we encourage you to vote promptly. Internet and telephone voting is available through 10:00 a.m. Eastern Time on Monday, May 13, 2009 for all shares. If you are a beneficial shareholder (you hold your shares through a nominee, such as a broker), your nominee can advise you whether you will be able to submit voting instructions by telephone or via the Internet.

What happens if I return my proxy without voting instructions, or withhold or abstain on a proposal?

If you do not return voting instructions with your proxy, your proxy will be voted:

- FOR the election of the nominees for director named in this Proxy Statement;

- FOR the amendment of the company s Certificate of Incorporation to increase the maximum number of directors from nine (9) to twelve (12); and

- FOR the ratification of Deloitte & Touche LLP, the member firm of Deloitte Touche Tohmatsu, and their respective affiliates (collectively, the Deloitte entities) (Deloitte & Touche) as our independent registered public accounting firm for the fiscal year ending December 31, 2009.

If you return a proxy that withholds authority to vote for a nominee for director, then your shares of Common Stock covered by your proxy:

- Will be considered present at the Annual Meeting for purposes of determining a quorum and for purposes of calculating the vote with respect to that nominee; and
- Will not be voted for that nominee.

With regard to the other proposals in this Proxy Statement, if you abstain from voting, then your shares:

- Will be considered present at the Annual Meeting for purposes of determining a quorum and for purposes of calculating the shares present and entitled to vote for these proposals; and
- Will not be voted in favor of them. Abstentions have the effect of counting as votes against a proposal, because they add to the pool of votable shares for a proposal without contributing to the affirmative votes required to approve it.

How do I revoke my proxy?

You may revoke your proxy and change your vote at any time before the voting closes at the Annual Meeting. You may do this by submitting a properly executed proxy with a later date, or by delivering a written revocation, to the Secretary s attention at the company s address listed above, or in person at the Annual Meeting.

Shareholder Proposals and Other Matters

C.H. Robinson Worldwide, Inc. did not receive written notice of any shareholder proposal and, as of the date of this Proxy Statement, the Board of Directors knows of no business that will be presented for consideration at the Annual Meeting, other than the matters described in this Proxy Statement. If any other matters are properly brought before the Annual Meeting, the persons named in the enclosed Proxy Card will vote according to their best judgment.

PROPOSAL ONE: ELECTION OF DIRECTORS

The C.H. Robinson Board of Directors is divided into three classes. Shareholders elect the members of each class to serve three-year terms with the term of office of each class ending in successive years. John P. Wiehoff, Gerald A. Schwalbach, and James B. Stake are directors in the class whose term expires at the Annual Meeting. As stated in the C.H. Robinson Corporate Governance Guidelines, a non-employee director who has served continuously as a director for more than twelve years may not stand for re-election to another term. As a result, Gerald A. Schwalbach will not stand for election to another term. On the recommendation of our Governance Committee, the Board of Directors has nominated John P. Wiehoff and James B. Stake for election to the Board of Directors at the Annual Meeting for terms of three years. Each has indicated a willingness to serve.

The other directors will continue in office for their existing terms. Steven L. Polacek, ReBecca Koenig Roloff, and Michael W. Wickham serve in the class whose term expires in 2010. Robert Ezrilov, Wayne M. Fortun, and Brian P. Short serve in the class whose term expires in 2011.

John P. Wiehoff and Ben G. Campbell will vote the proxies received by them for the election of Mr. Wiehoff and Mr. Stake, unless otherwise directed. If any nominee becomes unavailable for election at the Annual Meeting, John P. Wiehoff and Ben G. Campbell may vote for a substitute nominee at their discretion as recommended by the Board of Directors.

The Board of Directors has determined that all of the directors, except for John P. Wiehoff, are independent under the current standards for independence established by the NASDAQ Global Market, on which C.H. Robinson s stock is listed. In connection with its evaluation of director independence, the Board of Directors considered two relationships of Mr. Short. Together with a number of his family members Mr. Short holds a controlling interest in Admiral Merchants Motor Freight, Inc., (AMMF), which purchases services of our subsidiary, T-Chek Systems, Inc. In 2008, AMMF also provided services to C.H. Robinson as a contracted motor carrier. In addition we receive legal services from Dorsey & Whitney LLP, of which Marianne D. Short, the sister of Mr. Short, is the managing partner.

Information concerning the incumbent directors is below.

James B. Stake (Nominee with term expiring in 2012)	James B. Stake, 56 years old, joined C.H. Robinson as a director in 2009. Jim retired from 3M Company in 2008, serving most recently as executive vice president of 3M s Enterprise Services. He served in a variety of leadership positions at 3M Company, leading global health care, industrial, and commercial businesses ranging in size from $100 million to over $3 billion. During his career he served over 12 years of foreign assignments in Europe and South America. In addition to his career at 3M, Jim has served as a board member for Ottertail Corporation, as a board member and chairman of the finance committee for Twin Cities Public Television, and as a lecturer at the 3M Leadership Development Institute and the University of Minnesota. Jim holds a Bachelor of Science from Purdue University and a Master of Business Administration from the Wharton School at the University of Pennsylvania.
John P. Wiehoff (Nominee with term expiring in 2012)	John P. Wiehoff, 47 years old, has been chief executive officer of C.H. Robinson since May 2002, president of the company since December 1999, a director since 2001, and became the chairman in January 2007. Previous positions with the company include senior vice president from October 1998, chief financial officer from July 1998 to December 1999, Treasurer from August 1997 to June 1998, and corporate controller from 1992 to June 1998. Prior to that, John was employed by Arthur Andersen LLP. John also serves on the Board of Directors of Polaris Industries Inc. and Donaldson Company, Inc. He holds a Bachelor of Science degree from St. John s University.

Robert Ezrilov (Director with term expiring in 2011)	Robert Ezrilov, 64 years old, has been a director of the company since 1995. Currently, Bob is an employee of Cogel Management Company (an investment management company). From July 1997 to April 2001, he was president of Metacom, Inc., a company that sold prerecorded music on interactive displays. From April 1995 to July 1997, Bob was self-employed as a business consultant. Prior to that, he was a partner with Arthur Andersen LLP, which he joined in 1966 after obtaining a BSB degree at the University of Minnesota. He also serves on the Board of Directors of Christopher & Banks, Inc., and as an advisory board member to Holiday Companies.
Wayne M. Fortun (Director with term expiring in 2011)	Wayne M. Fortun, 59 years old, has been a director of C.H. Robinson since 2001. He is president and chief executive officer of Hutchinson Technology Inc., a world leader in precision manufacturing of suspension assemblies for disk drives. Wayne joined Hutchinson Technology Inc. in 1975 and until 1983 he held various positions in engineering, marketing, and operations. In 1983, he was elected director, president and chief operating officer of Hutchinson Technology Inc., and in May 1996, he was appointed its chief executive officer. Wayne also serves on the Board of Directors of G&K Services, Inc., and the Juran Center Executive Advisory Board.
Brian P. Short (Director with term expiring in 2011)	Brian P. Short, 58 years old, has been a director of the company since 2002. He is chief executive officer of Leamington Co., a holding company with interests in transportation, community banking, agricultural production and real estate. Leamington operates Admiral Merchants Motor Freight, Inc., St. Paul Flight Center, Inc., First Farmers & Merchants Banks, and Benson Parking Services, Inc. Brian also serves as a legal mediator and previously served as a United States Magistrate. Mr. Short also serves on the board of Allina Hospitals & Clinics and as the chair of its Audit and Compliance Committee. His community service has included service on the Board of Directors of Catholic Charities, St. Joseph s Home for Children, Saint Thomas Academy, University of St. Thomas School of Law and William Mitchell College of Law. Brian has an undergraduate degree in economics from the University of Notre Dame and is also a graduate of its law school.
Steven L. Polacek (Director with term expiring in 2010)	Steven L. Polacek, 49 years old, has been a director of the company since 2007. He is chief administrative and chief financial officer of Opus Corporation, a privately-held real estate development firm based in Minneapolis, Minnesota. He has held his current position since September 2005. He joined Deloitte & Touche LLP as a partner in 2002. Upon graduation from the University of Nebraska-Lincoln with a Bachelor of Science degree in 1982, Steve joined Arthur Andersen & Co. and was admitted as a partner in 1993. From 1995 to 2002 he served as managing partner of the firm s Minneapolis office. His community service has included service on the Board of Directors of Catholic Charities and Washburn Child Guidance Center. He currently serves as a board member for Opus Foundation as well as Chair of the Board of Trustees of the Academy of Holy Angels.
ReBecca Koenig Roloff (Director with term expiring in 2010)	ReBecca Koenig Roloff, 54 years old, has been a director of the company since 2004. She has been the chief executive officer of the Minneapolis YWCA since May 2005. Prior to that, she was a senior vice president at American Express Financial Advisors, where she had been since 1988, serving as an executive in several field management and operations roles. Prior to joining American Express

	Financial Advisors, Becky worked for The Pillsbury Company in a variety of supply chain management, marketing, and business management positions, including serving as vice president and business manager of Green Giant Fresh Vegetables. She started her career at Cargill, Inc. Becky holds a Master of Business Administration with distinction from Harvard Business School and a Bachelor of Arts from The College of St. Catherine in St. Paul, Minnesota. She has chaired several community Board of Trustees including The Blake School in Hopkins, Minnesota, The College of St. Catherine, and The Children s Theatre Company. She currently serves on the Board of Directors for Allina Hospitals and Clinics.
Michael W. Wickham (Director with term expiring in 2010)	Michael W. Wickham, 62 years old, joined C.H. Robinson as a director in 2004. He retired as chairman of the Board of Roadway Corporation in December, 2003, where he was chairman and chief executive officer from 1996 to 2003. Prior to that, he was the President of Roadway Express, where he held a variety of management positions during his 35-year career with the company. Mike founded and was chairman of the board of the Motor Freight Carriers Association. He also founded and chaired American Transportation Research Institute, and is a director of Republic Services. He has served on the Board of Directors of Children s Hospital in Akron, Ohio and on its Foundation Board.

BOARD VOTING RECOMMENDATION

The Board of Directors recommends a vote FOR the election of Mr. Wiehoff and Mr. Stake as directors of C.H. Robinson.

To elect the nominee as director, a majority of the shares of Common Stock present in person or by proxy, and entitled to vote at the Annual Meeting, must vote for the election of a nominee, provided that the total number of shares of Common Stock that vote on the proposal represent a majority of the Common Stock outstanding on the record date.

MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors has a policy that all directors nominated for election at the Annual Meeting are expected to attend the Annual Meeting, and all other directors are encouraged to attend.

During 2008, the Board of Directors held four meetings. With the exception of Kenneth E. Keiser, each director holding office during the year attended at least 75 percent of the aggregate of the meetings of the Board of Directors (held during the period for which he or she had been a director) and the meetings of the Committees of the Board on which he or she served (held during the period for which he or she served).

Our Board of Directors has three committees: the Audit Committee, the Governance Committee, and the Compensation Committee. Currently, members and chairs of these committees are:

Independent Directors	Audit	Compensation	Governance
Robert Ezrilov	**Chair**	x	x
Wayne Fortun		**Chair**	x
Steven Polacek	x		x
ReBecca Roloff	x	x	
Brian Short	x		x
James Stake	x	x	
Michael Wickham		x	**Chair**

James B. Stake was appointed to the Board of Directors effective January 1, 2009 and his appointment to the Audit Committee and Compensation Committee will be effective April 1, 2009. Mr. Stake s appointment to the Board of Directors was recommended to the Governance Committee by the CEO.

The Audit Committee

All of our Audit Committee members are independent under applicable NASDAQ listing standards and SEC rules and regulations. Our Board of Directors has determined that four members of the Audit Committee, Mr. Ezrilov, Mr. Polacek, Mr. Short and Mr. Stake meet the definition of an Audit Committee Financial Expert as established by the Securities and Exchange Commission. The Audit Committee provides assistance to the Board of Directors in fulfilling their oversight responsibilities relating to the quality and integrity of the financial reports of the company. The Audit Committee has the sole authority to appoint, review and discharge our independent auditors, and has established procedures for the receipt, retention, response to and treatment of complaints regarding accounting, internal controls or audit matters. In addition, amongst other responsibilities in the Audit Committee Charter, the Audit Committee is responsible for:

(1) reviewing the scope, results, timing and costs of the audit with the company s independent auditors and reviewing the results of the annual audit examination and any accompanying management letters;

(2) assessing the independence of the outside auditors on an annual basis, including receipt and review of a written report from the independent auditors regarding their independence consistent with Independence Standards Board Standard;

(3) reviewing and approving in advance the services provided by the independent auditors;

(4) overseeing the internal audit function; and

(5) reviewing the company s significant accounting policies, financial results and earnings releases, and the adequacy of our internal controls and procedures.

The Audit Committee held five meetings during 2008. The Audit Committee has engaged Deloitte & Touche LLP as independent auditors for fiscal year 2009 and is recommending that the company s shareholders ratify this appointment at the Annual Meeting. The report of the Audit Committee is found on page 33 of this Proxy Statement.

The Governance Committee

All members of our Governance Committee are independent under applicable NASDAQ listing standards. The Governance Committee serves in an advisory capacity to the Board of Directors on matters of organization and the conduct of Board activities. In addition, amongst other responsibilities in the Governance Committee Charter, the Governance Committee is responsible for:

(1) identifying and recommending candidates for service on the Board of Directors;

(2) adopting and revising the company s Corporate Governance Guidelines;

(3) leading the Board of Directors in its annual review of the performance of the Board and the Board Committees;

(4) recommending directors for Board Committees;

(5) periodically reviewing and making recommendations to the Board as to the size and composition of the Board, and criteria for director nominees;

(6) making recommendations to the Board whether each director is independent under all applicable requirements; and

(7) periodically reviewing the company s Corporate Compliance Program with the company s general counsel to recommend any appropriate changes to the Board.

The Governance Committee considers Board of Director nominees recommended by shareholders. The process for receiving and evaluating these nominations from shareholders is described below under the caption Nominations.

The Governance Committee held three meetings during 2008.

The Compensation Committee

All of our Compensation Committee members are independent under applicable NASDAQ listing standards, and IRS and SEC rules and regulations. The Compensation Committee assists the Board of Directors in fulfilling its oversight responsibilities relating to executive compensation, employee compensation and benefits programs and plans, and leadership development and succession planning. In addition, amongst other responsibilities in the Compliance Committee Charter, the Compensation Committee is responsible for:

(1) reviewing corporate performance and the performance of the Chief Executive Officer;

(2) determining the compensation and benefits for the Chief Executive Officer and other executive officers of the company;

(3) reviewing and approving the company s compensation policies and practice; and

(4) ensuring appropriate design and administration of the company s incentive compensation, benefit and stock plans.

The Compensation Committee held six meetings during 2008. See 2008 Compensation Discussion and Analysis III. Compensation Process for a discussion of the role played by our Chief Executive Officer in compensation decisions. The Compensation Committee report on executive compensation is found on page 29 of this Proxy Statement.

The charters for each of the Committees of the Board of Directors and a reference guide for our company s code of ethics, which is a part of our Corporate Compliance Program, are posted under the Corporate Governance section of the Investors page of our website at www.chrobinson.com.

Shareholder Communications with Board

C.H. Robinson shareholders may send written communications to the Board of Directors or to any individual director by mailing it to the C.H. Robinson Worldwide, Inc. Board of Directors, c/o C.H. Robinson Corporate Secretary, 14701 Charlson Road, Eden Prairie, MN 55347. These communications will be compiled by the Secretary and periodically submitted to the Board or individual director.

Nominations

The Governance Committee considers director nominee recommendations from a wide variety of sources, including members of the Board of Directors, business contacts, community leaders, and members of management. The Governance Committee will also consider shareholder recommendations for director nominees.

The Governance Committee determines the required selection criteria and qualifications of director nominees based upon the needs of the company at the time nominees are considered. The Board of Directors believes that the directors should possess the highest personal and professional ethics, integrity, and values, and be committed to representing the long-term interests of the company s shareholders. Preferred qualifications also include current or recent experience as a chief executive officer, expertise in a particular business discipline, and diversity of talent, experience, accomplishments, and perspective. Directors should be able to provide insights and practical wisdom based on their experience and expertise.

Shareholders who wish to recommend individuals for consideration by the Governance Committee to become nominees for election to our Board of Directors may do so by submitting a written recommendation to the Governance Committee, c/o General Counsel, 14701 Charlson Road, Eden Prairie, Minnesota 55347. Submissions must include a written recommendation and the reason for the recommendation, biographical information concerning the recommended individual, including age, a description of the recommended individual s past five (5) years of employment history and any past and current board memberships. The submission must be accompanied by a written consent of the individual to stand for election if nominated by the Governance Committee and to serve if elected by the Board of Directors or our shareholders, as applicable. Alternatively, shareholders may directly nominate a person for election to our Board of Directors by complying with the procedures set forth in our Bylaws, any applicable rules and regulations of the SEC, and any applicable laws, as summarized below.

Shareholders wishing to directly nominate a director candidate must give written notice to the company s Secretary, either by personal delivery or by United States mail, postage prepaid, at the following address: 14701 Charlson Road, Eden Prairie, MN 55347. The shareholder s notice must be received by the Secretary not later than (a) 90 days prior to the anniversary date of the immediately preceding Annual Meeting of Shareholders, or (b) the close of business on the tenth day following the date on which notice of a special meeting of shareholders for election of directors is first given to shareholders. The shareholder s notice must include all information relating to each person whom the shareholder proposes to nominate that is required to be disclosed under applicable SEC rules and regulations. This must include the written consent of the person proposed to be nominated to being named in the proxy statement as a nominee, and to serving as a director if elected. The shareholder s notice must also include:

(1) the name and address of the shareholder making the nomination;

(2) the number of C.H. Robinson shares entitled to vote at the meeting held by the shareholder;

(3) a representation that the shareholder is a holder of record of C.H. Robinson stock entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to nominate the person named in the notice; and

(4) a description of all arrangements or understandings between the shareholder and each nominee.

The Governance Committee initially evaluates a prospective nominee based on his or her resume and other background information that has been provided to the Committee. A member of the Committee will contact for further review those candidates whom the Committee believes are qualified, who may fulfill a specific need of the Board of Directors and who would otherwise best make a contribution to the Board of Directors. Based on the information the Governance Committee learns during this process, it determines which nominee(s) to recommend to the Board of Directors to submit for election. The Governance Committee uses the same process for evaluating all nominees, regardless of the source of the nomination.

No candidates for director nominations were submitted to the Governance Committee by any shareholder for the 2009 Annual Meeting. Any shareholder interested in presenting a nomination for consideration by the Governance Committee prior to the 2010 Annual Meeting should do so as early as possible to provide adequate time to consider the nominee and comply with our Bylaws.

Compensation of Directors

In 2008, each independent director of C.H. Robinson was paid an annual retainer of $60,000 and no meeting fees. The Audit Committee chair received an additional annual retainer of $10,000, and the chairs of the Governance and Compensation Committees each received an additional annual retainer of $5,000. Other members of the Audit Committee received an additional annual retainer of $5,000, and other members of the Governance and Compensation Committees received additional annual retainers of $2,500. Retainers are paid in quarterly installments, at the end of each calendar quarter. Before the retainers are earned, the directors may elect to receive all or a portion of their retainers in cash, stock or restricted stock units that are immediately vested and are payable to the directors after their service on the Board of Directors has ended.

Directors are required to own a minimum of five times their annual board retainer in company stock no later than five years after joining the Board of Directors. In addition to the annual retainers, for 2006, 2007 and 2008, the Board of Directors granted performance based restricted stock unit awards for directors. These were annual grants of restricted stock units, valued at $30,000 for 2006 and 2007, and valued at $50,000 for 2008, to non-employee directors, subject to the same performance-based criteria as management restricted stock awards for 2008. In 2009, the Board of Directors plans to grant fully vested restricted stock units, deliverable after leaving the Board of Directors. C.H. Robinson also reimburses non-employee directors for reasonable expenses incurred in attending Board of Directors meetings and for expenses incurred in obtaining continuing education related to service on our Board of Directors.

Directors who are also employees of C.H. Robinson are not separately compensated for being a member of the Board of Directors.

Director Compensation Table

Name	Total	Fees Earned or Paid in Cash	(1) Stock Awards	Option Awards	Non-Stock Incentive Plan Compensation	All Other Compensation
Robert Ezrilov	$ 122,500	$ 72,500	$ 50,000	0	0	0
Gerald A. Schwalbach	117,500	67,500 (2)	50,000	0	0	0
Wayne M. Fortun	117,500	67,500	50,000	0	0	0
Brian P. Short	120,000	70,000 (3)	50,000	0	0	0
Michael W. Wickham	115,000	65,000 (4)	50,000	0	0	0
ReBecca Koenig Roloff	117,500	67,500 (5)	50,000	0	0	0
Kenneth E. Keiser	112,500	62,500 (6)	50,000	0	0	0
Steve L. Polacek	115,000	65,000 (7)	50,000	0	0	0

(1) The dollar value in this column was awarded as restricted stock units of the company which are available to vest over five calendar years beginning in 2008. The vesting percentage for each year is equal to the average of the year-over-year percentage growth in income from operations and diluted net income per share plus five percent. Any shares unvested after five years are forfeited back to the company. Shares equal to the number of restricted stock units will be distributed to the director after their board membership terminates.

(2) Mr. Schwalbach has elected to receive the dollar value of these fees in unrestricted common shares of the company.

(3) Mr. Short has elected to receive the dollar value of these fees in restricted stock units of the company.

(4) Mr. Wickham has elected to receive one half of the dollar value of these fees in restricted stock units of the company and the other half in cash.

(5) Ms. Roloff has elected to receive the dollar value of these fees in restricted stock units of the company.

(6) Mr. Keiser has elected to receive the dollar value of these fees in unrestricted common shares of the company.

(7) Mr. Polacek has elected to receive his board annual retainer in restricted stock units of the company. He has elected to receive the dollar value of his committee fees in unrestricted common shares of the company.

Compensation Committee Interlocks and Insider Participation

The members of the Compensation Committee are Wayne M. Fortun, Robert Ezrilov, ReBecca Koenig Roloff, Gerald A. Schwalbach, and Michael W. Wickham. Kenneth E. Keiser resigned from the Board of Directors and the Compensation Committee as of January 1, 2009. James B. Stake s appointment to the Compensation Committee will be effective as of April 1, 2009. The Compensation Committee members have no interlocking relationships requiring disclosure under the rules of the Securities and Exchange Commission.

PROPOSAL TWO: AMEND CERTIFICATE OF INCORPORATION

TO INCREASE ALLOWED NUMBER OF DIRECTORS

Article V of C.H. Robinson s Certificate of Incorporation states that the total number of directors of our Board of Directors shall be determined by our Board of Directors, and that the number of directors shall not be less than six nor more than nine. The size of our Board of Directors is currently set at nine directors. C.H. Robinson believes that increasing the allowed number of directors will provide the flexibility to consider and appoint qualified director candidates on a more timely basis as they are identified. Currently, qualified candidates cannot be appointed to the Board of Directors until a vacancy exists, which limits the Board s ability to appoint qualified candidates to the Board even when it is anticipated that a vacancy will exist in the near future. Increasing the allowed number of directors will also enable the Board of Directors to appoint new directors in anticipation of an existing director s departure in order to allow for a smooth transition and the sharing of the institutional knowledge and expertise of the departing director.

C.H. Robinson does not currently intend to increase the size of the Board of Directors. However, approval of this proposal will enable the Board of Directors to increase the allowed number of directors consistent with C.H. Robinson s Bylaws, if the Board of Directors determines an increase is in the company s best interests.

To provide the Board of Directors with the flexibility to manage its composition and size, and upon the recommendation of our Governance Committee, C.H. Robinson proposes to amend Article V of its Certificate of Incorporation to increase the maximum allowed number of directors from nine to twelve.

BOARD VOTING RECOMMENDATION

The Board of Directors recommends a vote FOR the proposal to amend C.H. Robinson s Certificate of Incorporation to increase the maximum allowed number of directors from nine to twelve.

66-2/3 percent of the holders of record of all shares of Common Stock outstanding, and entitled to vote at the Annual Meeting, must vote for the proposal to amend C.H. Robinson s Certificate of Incorporation.

2008 COMPENSATION DISCUSSION AND ANALYSIS

I. Compensation Philosophy

Performance-based compensation and alignment of individual, company, and shareholder goals are integral components of C.H. Robinson s company culture and management approach. Within our branch network, our sales employees and managers are paid in large part based on the profitability of their branch. Approximately 2,800 employees or 35 percent of our total employees, hold equity they received through our Omnibus Stock Plan, which promotes long-term ownership and aligns them with our company-wide performance goals.

C.H. Robinson, with guidance and oversight from our Compensation Committee, has adopted an executive compensation philosophy that is intended to be consistent with our overall compensation approach and to achieve the following basic goals:

(1) provide a level of total compensation necessary to attract, retain and motivate high quality executives;

(2) provide incentive compensation aligned with company earnings at various levels;

(3) emphasize team and company performance;

(4) balance incentive compensation to achieve both short-term and long-term profitability and growth; and

(5) encourage executives to make long-term career commitments to C.H. Robinson and our shareholders.

Compensation decisions regarding individual executives are based on factors including individual performance, level of responsibility, and unique skills of the executive. The Compensation Committee compares our executive compensation to market data to verify that our compensation is competitive with other companies.

II. Elements of Compensation

Base salary

Annual base salary is designed to compensate our executives for sustained performance as part of a total compensation package necessary to attract, retain and motivate high quality executives. The base salary is intended to provide a minimum level of fixed compensation. While we strive to provide a fair base salary and benefits, our compensation philosophy allocates a significant portion of compensation to incentive, performance-based compensation.

Base salaries are reviewed annually but are adjusted only when conditions warrant based on:

(1) responsibilities of the position;

(2) tenure in the position;

(3) the relative experience of the particular individual;

(4) salary relative to other elements of the individual executive s compensation; and

(5) an evaluation of the executive s base salary relative to the market.

Annual compensation adjustments are more often made through adjustments to incentive compensation which is variable based on our profitability. The salary column of the Summary Compensation Table below contains the annual base salary earned for 2008 for the chairman and chief executive officer and each of the other executive officers named in this proxy.

Non-Equity Incentive Plan Compensation (incentive compensation)

C.H. Robinson incentive compensation is designed to reward our executives for maintaining and growing C.H. Robinson s earnings. Our incentive compensation rewards our executives for corporate performance and aligns our interests with those of our shareholders. We reward executives based on our pre-tax earnings. In order to emphasize the importance of overall company profitability as a measure of executive performance, approximately 60 percent of the total cash compensation paid to executives in 2008 was non-equity incentive compensation.

Over 60 percent of our employees have incentive compensation based on the profits of their branch. Consistent with that performance-based approach, and given their broader responsibilities, our chief executive officer s and chief financial officer s incentive compensation is based on overall company pre-tax income before deducting the expense of the executive non-equity incentive plan compensation (adjusted pre-tax income). Incentive compensation for the other named executive officers is based on the adjusted pre-tax income of the group of branches they supervise. The Compensation Committee approves an incentive compensation plan for each executive prior to the beginning of the calendar year. Incentive compensation is calculated based on each executive s individual incentive plan. Each plan pays varying percentages of adjusted pre-tax income based upon either various ranges of adjusted pre-tax income achieved by the company, or by the group of branches they supervise. For some executives, incentive compensation begins with the first dollar of profitability and grows as our profits grow. For others, incentive compensation begins at ranges of pre-tax income at higher percentages of profit growth. Our incentive compensation program distributes incentive compensation across various levels of actual profitability and is not based on achievement of pre-established targets.

While the basic philosophy for calculating incentive compensation is the same for all executives, each executive has a unique annual incentive compensation plan. Awards vary based on differing responsibilities and

incentives for growth in those areas of responsibility. Individual incentive compensation opportunity is determined based on the executive s role, responsibilities, and performance. These compensation plans are adjusted annually. Total compensation is periodically compared to market data.

The Compensation Committee modified the executive incentive compensation plans in 2008 to allow executives to receive a portion of their incentive compensation in semi-monthly bonus payments. The maximum amount an executive could elect to receive in semi-monthly bonus payments in 2008 is the sum of the executive s 2008 salary plus the amount of their projected 2008 bonus (based on the executive s annual incentive compensation plan) multiplied by 60 percent less the executives base salary, then divided by 24 (the number of semi-monthly pay periods in the year). Executives were required to make their 2008 semi-monthly bonus payment election before their first paycheck was processed for the year and were not allowed to make changes in their elections thereafter. The payments are considered compensation and are not subject to forfeiture, even if the amount is not earned based on the executive s annual compensation plan. The Compensation Committee can suspend the semi-monthly payments to an executive during the year. This approach is consistent with branch employee and manager incentive compensation. The incentive compensation amounts for 2008 exceeded the semi-monthly bonus payments for all the named officers. In limited circumstances, portions of these incentives may be guaranteed for some periods due to role transition or other subjective factors. The Non-Equity Incentive Plan Compensation column of the Summary Compensation Table below contains the 2008 annual incentive compensation earned for each of the executive officers named in this proxy.

Equity

We use equity awards as our primary tool for aligning our executives with long term shareholder interests, rewarding them for the achievement of overall company performance, and retaining our executives. We believe these awards are an integral component of meeting our compensation goals as outlined in our compensation philosophy above. Our shareholder-approved Omnibus Stock Plan is designed to give us flexibility to achieve these objectives. It allows us to grant options, restricted stock, restricted stock units and other types of equity based compensation. Officers, other employees, trusts for the benefit of employees, consultants and eligible independent contractors of C.H. Robinson may receive equity awards. The amount of awards is determined based on the participant s role, performance, and total cash compensation as compared to market data.

Restricted Stock

In 2003, we began periodically issuing performance based restricted stock and restricted stock units as our primary equity awards. We believe these awards are an effective tool for creating long term ownership and aligning our employees interests with those of our shareholders. Prior to 2003, we used restricted stock grants occasionally, including a grant in 2000 of 338,984 shares to Mr. Wiehoff that vests in equal annual installments over fifteen years.

For most of our restricted stock awards, restricted shares and units are available to vest for up to five calendar years, based on company performance. The vesting is based on our long-term growth goal of 15 percent annual growth for operating income and earnings per share. The vesting percentage for each year is equal to the average of the year over-year percentage growth in income from operations and diluted net income per share plus five percent. Therefore, if we reach our long term growth goals in each year during that five year period, our restricted stock and units will be fully vested by the end of the fifth year. Any shares or units that are unvested at the end of the five years are forfeited back to the company.

Some restricted stock awards were granted in multi-year cycles. Our executives and other certain management employees received restricted stock awards in 2003, 2005 and 2008 with vesting commencing in 2003, 2006, and 2009 respectively. Restricted shares granted to active employees of this group are in the Deferred Compensation Plan. Due to our strong performance during 2003, 2004 and 2005, the 2003 restricted stock awards fully vested in three years. The vesting percentage based on the formula above was 23, 32, and 45